


**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Michael Gruccio Name 2308 Mt Vernon Ave, Ste 762 Address Alexandria VA 22301 City State Zip Code <input type="checkbox"/> Return document by email to: _____	Articles of Incorporation-NonProfit (15 Pa.C.S.) (rev . 2/2017)  5306
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125.00 ☐ I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

Check one: ☒ Domestic Nonprofit Corporation (§ 5306) ☐ Nonprofit Cooperative Corporation (§ 7102B)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:

Pennsylvanians Against Gerrymandering

2. Complete part (a) or (b) – not both:

(a) The address of this corporation's current registered office in this Commonwealth is: *(post office box alone is not acceptable)*

Number and Street City State Zip County

(b) The name of this corporation's commercial registered office provider and the county of venue is:

c/o: COGENCY GLOBAL INC Dauphin
Name of Commercial Registered Office Provider County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

This Corporation is organized and operated exclusively within the meaning of Internal Revenue Code section 501(c)(4) to advocate for redistricting reform in Pennsylvania.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check and complete one:

- ☒ The corporation is organized on a non-stock basis.
☐ The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:

_____ The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Corporation Only:

Check one: X *The corporation shall have no members.*

 The corporation shall have members.

8. For Nonprofit Cooperative Corporation Only:

Check one of the following:

 The corporation is a cooperative corporation and the common bond of membership among its members is:

 The corporation is a cooperative corporation and the common bond of membership among its shareholders is :

9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name

Address

Karen Blackistone Oaks

2308 Mt Vernon Ave , Ste 762 , Alexandria , Out Of State ,
VA , United States , 22301

10. The specified effective date, if any, is:

month day year hour, if any

11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

08 _____ day of August _____ , 2019 _____ .

Karen Blackistone Oaks

Signature

**PENNSYLVANIANS AGAINST GERRYMANDERING
ARTICLES OF INCORPORATION
SUPPLEMENTAL PROVISIONS**

NONPROFIT CORPORATION

Pennsylvanians Against Gerrymandering, (the "Corporation") is organized and operated exclusively for social welfare purposes within the meaning of Internal Revenue Code section 501(c)(4). The mission of the Corporation is to promote the common good and general welfare of citizens of the United States by advocating for redistricting reform in Pennsylvania.

No part of the net income of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purpose and objects set forth herein.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provision of any future United State Internal Revenue law.

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation and shall have the authority to elect members of the Board of Directors. The directors shall be elected annually to serve one-year terms. If a vacancy shall occur on the Board of Directors, the vacancy may be filled by a majority of the Directors in attendance at a meeting of the Board called for such purpose.

The management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than one (1) director.

DISTRIBUTION UPON DISSOLUTION

The Corporation may be dissolved at any time by a majority vote of the Board of Directors of the Corporation who are in attendance at a meeting of the Board called for such purpose. Following such vote, the Board of Directors shall supervise the orderly dissolution of the organization, including the distribution of the remaining funds of the organization consistent with the purposes stated herein.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute the assets of the Corporation to another organization organized and operated exclusively for charitable purposes or for social welfare purposes as described in section 501(c)(4) or dispose of excess funds in accordance with Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law, and applicable state or federal campaign finance or other law.